



Joseph Transportation Services, Inc.  
*a subsidiary of Joseph Transportation*



August 27, 2002

VIA FEDERAL EXPRESS

RECORDATION NO. 18914-I FILED

AUG 28 12

10-23 AM

Mr. Vernon A. Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are:

- 1.) One (1) original and one (1) copy of Release of Lien of Memorandum Of Options, Rights of First Refusal and Remarketing Rights dated July 9, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The enclosed document relates to the Memorandum Of Options, Rights of First Refusal and Remarketing Rights which was previously filed with the Board under Recordation Number 18914-B. The names and addresses of the parties referenced in the enclosed document are:

Seller: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Buyer: Allfirst Bank  
25 S. Charles St.  
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:  
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18914 through 18914-E. This filing is to appear in index as follows: Release of Lien of Memorandum Of Options, Rights of First Refusal and Remarketing Rights dated July 9, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

Mr. Vernon A. Williams  
August 27, 2002  
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- 2.) One (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement, dated July 12, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The names and addresses of the parties referenced in the enclosed document are:

Assignor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Assignee: Allfirst Bank  
25 S. Charles St.  
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:  
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-F. This filing is to appear in index as follows: Memorandum of Assignment and Assumption Agreement, dated July 12, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

- 3.) One (1) original and one (1) copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights, dated July 12, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The names and addresses of the parties referenced in the enclosed document are:

Seller: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Buyer: Allfirst Bank  
25 S. Charles St.  
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:  
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-H as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-G. This filing is to appear in index as follows: Memorandum of Options, Rights of First Refusal and Remarketing Rights, dated July 12, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

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- 4.) Two (2) certified copies of the Bill of Sale dated July 22, 2002, a secondary document as defined in the Board's Rules for Recordation of Documents. The names and addresses of the parties referenced in the enclosed document are:

Seller: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Buyer: Allfirst Bank  
25 S. Charles St.  
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:  
Twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive

Please file this agreement as a secondary document under Recordation Number 18914-I as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18914 through 18914-H. This filing is to appear in index as follows: Bill of Sale dated July 22, 2002 related to twenty-nine (29) railcars numbered DJJX 424-430, inclusive; and 432-453, inclusive.

Enclosed is a check in the amount of \$120.00, payable to the order of the Surface Transportation Board covering the required recordation fees for these documents.

Kindly return stamped copies of the enclosed document to me at the address listed below. Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,  
Joseph Transportation Services, Inc.



Julie M. Woodard  
Documentation Coordinator

Enclosures

RECEIVED NO. 18914-I FILED

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10-23 AM

**BILL OF SALE**

**JOSEPH TRANSPORTATION SERVICES, INC.**

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **JOSEPH TRANSPORTATION SERVICES, INC.** ("Seller") does hereby sell, assign and transfer unto **ALLFIRST BANK** ("Buyer"), and its successors and assigns, all of the Seller's right, title, and interest in and to the units of railroad rolling stock described in APPENDIX A hereto (the "Equipment").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated July 12, 2002, by and between Buyer and Seller and neither expands upon nor limits the rights and obligations of the parties under the Purchase and Sale Agreement.

The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Seller is the lawful owner of the Equipment and has good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever, except for the rights of the lessee under the lease set forth in APPENDIX A hereto (the "Lease");
2. That the Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 22<sup>nd</sup>  
day of July, 2002.

WITNESS:

**JOSEPH TRANSPORTATION  
SERVICES, INC.**

Linda M. Baughman

BY: Paul G. Jantsch

NAME: Paul G. Jantsch

TITLE: President

STATE OF OHIO                     )  
  ) SS:  
COUNTY OF HAMILTON    )

On this 22<sup>nd</sup> day of July, 2002, before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the President of JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Bill of Sale for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Bill of Sale as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this \_\_\_\_\_ day of July, 2002.

Linda M. Baughman  
(Notary Signature)

My commission expires:

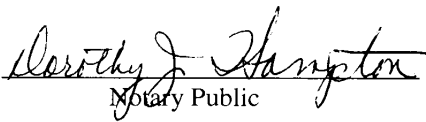


LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 22nd day of July, 2002.

  
Notary Public

My Commission Expires:

**EXHIBIT D**  
**BILL OF SALE**

**APPENDIX A**

**CARS**

Twenty-nine (29), 1979 Ortner Built, Rapid Discharge Aggregate Cars bearing reporting marks:

**DJJX 424-430, INCLUSIVE**  
**DJJX 432-453, INCLUSIVE**